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Proposed Co-Counsel for the

Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION**

In re:

TRINTAS ADVANTAGED
AGRICULTURE PARTNERS IV, LP,
et al.,¹

Debtor

Case No. 24-50211 (DM) (Lead Case)
Chapter 11

**STATEMENT OF THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS
REGARDING THE DEBTORS' BID
PROCEDURES MOTION**

Date: April 26, 2024

Time: 10:00 a.m. (Pacific Time)

Place: **Tele/Videoconference Appearances Only**

United States Bankruptcy Court

Courtroom 17, 16th Floor

San Francisco, CA 94102

¹ The last four digits of Trinitas Advantaged Agriculture Partners IV, LP's tax identification number are 3730. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at

1 The Official Committee of Unsecured Creditors (the "**Committee**") of Trinitas Advantaged
2 Agriculture Partners IV, LP, *et al.*, submits this statement (the "**Statement**") in response to the
3 Motion for Orders Authorizing and Approving Bid Procedures and seeking other relief [Docket
4 No. 136] (the "**Motion**").

5 As indicated in the Motion, the above-captioned debtors (the "**Debtors**") seek approval
6 from this Court to sell all of the Debtors' property (but no less than twenty percent of the Debtors'
7 property by acreage) pursuant to certain proposed bid procedures (the "**Bid Procedures**") set forth
8 in the Motion.²

9 The Committee is supportive of the Debtors' efforts to sell their Portfolio. However, the
10 Committee has significant concerns about certain aspects of the Bid Procedures and the Committee
11 wants to ensure that the sale process currently being run ultimately benefits the unsecured creditors.

12 Many significant decisions that could greatly impact the outcome of these cases remain
13 unresolved, including amongst others, what parcels of the Portfolio will be included in the initial
14 Auction set for May 30, 2024, whether there will be one or more stalking horse bidders and on what
15 terms, and whether Rabo Ag should be permitted to credit bid as proposed in the Motion. While
16 the Committee is a "Consultation Party," the Bid Procedures afford the Debtors extraordinary
17 discretion on some of these points and others. Moreover, the dates and deadlines in the Bid
18 Procedures are driven by the Milestones in the DIP Credit Agreement. As the Committee raised in
19 opposition to the Debtors' motion to approve the DIP Credit Agreement, the Committee is
20 concerned property will be sold prematurely to avoid a default under the DIP Credit Agreement at
21 the expense of the general unsecured creditors.

22 In most instances, the Committee's concerns have yet to mature into an actual objection or
23 could become moot based on the bids received. The Committee does not want to disrupt the sale
24 process or burden the Court with objections prematurely. Also, the Debtors and the Committee
25 agree that, subject to the Court's availability, the Court should hear the Committee's objections with
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27 <https://www.donlinrecano.com/trinitas>. The Debtors' service address is 2055 Woodside Road, Suite 195, Redwood
City, CA 94061.

28 ² Capitalized terms used herein, not otherwise defined, shall be ascribed the meaning set forth in the Motion.

1 respect to the initial Auction, if they do mature, before the Auction is conducted. Ultimately, the
2 Debtors and the Committee resolved the Committee's objections to the Bid Procedures at this time
3 by generally preserving the Committee's rights to object at a later date as needed and providing for
4 a hearing after the Bid Deadline, but before the initial Auction. The terms set forth below and
5 reflected in the Debtors' notice of filing, among other things, a revised proposed order approving
6 the Bid Procedures [Docket No. 214] memorialize this understanding:

7 5. By no later than May 23, 2024, at 4:00 p.m. (prevailing
8 Pacific time), the Debtors will provide the Consultation Parties with:
9 (a) a list of all Qualified Bids, broken down by the parcels of Property
10 to which the respective bids are qualified; (b) a list of the specific
11 parcels of Property to which the Debtors intend to submit for bidding
12 at Auction; and (c) a list of the specific parcels of Property that will
13 not be subject to Auction.

14 6. By no later than May 23, 2024, at 4:00 p.m. (prevailing
15 Pacific time) (the "Credit Bid Election Deadline,") Rabo Ag shall
16 notify, in writing (e-mail being sufficient), counsel for the Debtors
17 and counsel for the Committee if Rabo Ag intends to exercise its
18 credit bid right at the Auction with respect to all or a portion of the
19 Property. If Rabo Ag elects to so exercise its credit bid, such notice
20 (the "Credit Bid Notice") shall identify the portions of the Property
21 with respect to which Rabo Ag intends to credit bid, the total amount
22 of the credit bid, and the amount of the credit bid allocated by ranch.
23 If Rabo Ag does not notify the Debtors and the Committee of its
24 intention to credit bid by the Credit Bid Election Deadline, Rabo Ag
25 will not be permitted to credit bid at the Auction.

26 7. By no later than May 27, 2024, the Committee may file an
27 objection to (a) Rabo Ag's Credit Bid Notice and Rabo Ag's right to
28 credit bid as notified therein in accordance with paragraph 4; (b) the
Debtor's decision to enter into a Stalking Horse Bid and any terms
thereof; (c) the portions of the Property that the Debtors intend to
offer at the Auction; or (d) the timing, and to seek an extension, of
the Bid Deadline, the Auction, and/or the Sale Hearing (such
objection, a "Pre-Auction Committee Objection").

8 8. If the Committee files a Pre-Auction Committee Objection, a
hearing shall be held on May 29, 2024, at 10:00 a.m. (prevailing
Pacific time) (the "Pre-Auction Hearing") to resolve the Pre-Auction
Committee Objection. Replies and responses to the Pre-Auction
Committee Objection shall be presented at the Pre-Auction Hearing.

1 DATED: April 18, 2024.

2 **RAINES FELDMAN LITRELL LLP**

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